

JENNER & BLOCK LLP  
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*Special Corporate Defense & Energy Counsel  
for Debtors and Debtors in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

Case No. 19-30088 (DM)

**PG&E CORPORATION,**

Chapter 11

**- and -**

(Lead Case)

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

(Jointly Administered)

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas & Electric Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead Case,  
No. 19-30088 (DM).*

**SECOND SUPPLEMENTAL  
DECLARATION OF RANDALL E.  
MEHRBERG IN SUPPORT OF  
APPLICATION PURSUANT TO 11  
U.S.C. § 327(e) AND FED. R. BANKR. P.  
2014(a) AND 2016 FOR ORDER  
AUTHORIZING THE DEBTORS TO  
RETAIN JENNER & BLOCK LLP AS  
SPECIAL CORPORATE DEFENSE  
COUNSEL *NUNC PRO TUNC* TO THE  
PETITION DATE**

I, Randall E. Mehrberg, hereby declare:

I am a partner of Jenner & Block LLP (“**Jenner & Block**” or the “**Firm**”), a law firm with offices in Chicago, Illinois; New York, New York; Washington, D.C.; Los Angeles, California; and London, United Kingdom. I am currently resident in Jenner & Block’s Chicago office, located at 353 North Clark Street, Chicago, IL 60654. I am a member in good standing of the bar of the State of Illinois, and there are no disciplinary proceedings pending against me.

I submit this second supplemental declaration (the “**Second Supplemental Declaration**”) to supplement my original declaration (the “**Original Declaration**”) and first supplemental

1 declaration (the “**First Supplemental Declaration**”) filed in connection with the Application<sup>1</sup> of  
2 the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), for an order,  
3 pursuant to section 327(e) of title 11 of the United States Code (the “**Bankruptcy Code**”) and  
4 Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”),  
5 approving the retention of Jenner & Block as the Debtors’ special corporate defense and energy  
6 counsel effective as of January 29, 2019 (the “**Petition Date**”). Unless otherwise stated in this  
7 Supplemental Declaration, I have personal knowledge of the facts set forth herein.

8 To the extent that any information disclosed herein requires subsequent amendment or  
9 modification upon Jenner & Block’s completion of further analysis or as additional information  
10 regarding creditors and other parties in interest becomes available, one or more supplemental  
11 declarations will be submitted to the Court reflecting the same.

#### 12 **JENNER & BLOCK’S DISINTERESTEDNESS AND CONNECTIONS**

13 My Original Declaration set forth information about Jenner & Block’s disinterestedness  
14 and connections with parties in interest in these Chapter 11 Cases.

15 Since the filing of my Original Declaration and First Supplemental Declaration, Jenner &  
16 Block began representing the following parties in interest or affiliates of parties in interest in  
17 matters unrelated to the Debtors’ cases:

18 <b>Name of Entity Searched</b>	<b>Name of Entity and/or Affiliate</b>	<b>Client</b>	<b>Relationship to</b>
19 <b>Name of Entity and/or Affiliate</b>	<b>of Entity that is a Jenner &amp;</b>	<b>Status</b>	<b>Debtors</b>
20 <b>Block Client</b>			
Forefront Power LLC	Mitsui & Co.	Current	Contract Counterparty
Targray Industries	Targray Technology International, Inc.	Current	Otherwise Related Party
Eaton Corporation	Eaton Corporation	Current	Vendor
Mediacom Communications	Mediacom Communications	Current	Utility Provider

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25  
26  
27 <sup>1</sup> Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to  
28 such terms in the Application.

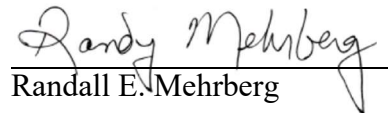
1 I continue to believe that: none of Jenner & Block or any partner in, counsel to, or associate  
2 of Jenner & Block represents any entity in or in connection with these Chapter 11 Cases other than  
3 the Debtors; Jenner & Block and I do not hold or represent an interest adverse to the Debtors; and  
4 neither Jenner & Block nor any of its attorneys, including me, (i) is a creditor, equity security  
5 holder, or insider of the Debtors, (ii) has been, within two years before the date of the filing of the  
6 petition, a director, officer, or employee of the Debtors, or (iii) has any interest materially adverse  
7 to the interests of the estate or any class of creditors by reason of any direct or indirect relationship  
8 to, connection with, or interest in, the Debtors, or for any other reason.

9 Jenner & Block's practices encompass the representation of many diverse clients, some of  
10 which may be or may become creditors or parties in interest. To the extent that, during or at the  
11 conclusion of Jenner & Block's employment in these Chapter 11 Cases, it discovers any facts  
12 bearing on matters described in this Second Supplemental Declaration, Jenner & Block will  
13 supplement the information contained in this Second Supplemental Declaration.

14 Based on the foregoing, I believe that Jenner & Block is a "disinterested person," as defined  
15 in section 101(14) of the Bankruptcy Code, and does not hold or represent an interest adverse to  
16 the Debtors, as required by section 327(e) of the Bankruptcy Code, and that Jenner & Block's  
17 partners, associates, and special attorneys do not hold or represent any interest adverse to the  
18 Debtors or their estates. Accordingly, I submit that Jenner & Block is not disqualified for  
19 employment by the Debtors under section 327(e) of the Bankruptcy Code.

20 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true  
21 and correct to the best of my knowledge, information, and belief.

22 Dated: November 18, 2019  
23 Chicago, Illinois

24   
Randall E. Mehrberg